

Application to Register Securities By Qualification

This form is to be used for filing by Qualification pursuant to Section 304 and must be used for offerings made pursuant to the Regulation A exemption under the Federal Securities Act of 1933.

1. Issuer Information:

Name
Address (number, street, city, state, zip code)
Principal Office in this State

2. Organization Information:

Form	State	Date Organized/Incorporated
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3. Notices and communications regarding this application may be sent to:

Name	Phone ()
Address (number, street, city, state, zip code)	

4. Name and address of applicant if different from Issuer:

Name
Address (number, street, city, state, zip code)
Indicate Status: <input type="checkbox"/> Broker-Dealer <input type="checkbox"/> Selling Shareholder

5. Registration is sought for the following described securities in the amounts indicated

Description of Securities	Offering Price or Proposed Offering Price	Total Offering		Offering in this State	
		Number of Shares Or Units	Amount	Number of Shares Or Units	Amount
			\$		\$
		Total	\$		\$
Indicate maximum commission to be charged: _____ %					

6. Amount of fee enclosed \$ _____ (fee is \$1.00 per \$1,000 aggregate sale price, minimum \$100, maximum \$1,250. Make checks payable to "State of Michigan.")

RETURN COMPLETED APPLICATION TO:

Office of Financial and Insurance Services
Securities Section
P.O. Box 30701
Lansing, MI 48909-8201

This form is issued under Act 265, PA 1964, as amended.
You must complete & submit this form if you wish to make
an application for registration under Section 304 of the
Act.



Michigan Department of Labor & Economic Growth

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7. a) If registration statement has been filed with the Securities and Exchange Commission, please respond to the following, as applicable:

Date of Filing with SEC	Date filing expected to be declared effective by SEC:	Date filing was declared with the SEC:
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b) If not registered with the Securities and Exchange Commission, state basis for exemption. Include date of submission of exemption request and status.

8. a) List the states in which it is proposed to offer securities for sale:

b) List the states, if any, in which the securities are eligible for sale:

c) List the states or Canadian provinces or Federal Agencies, if any, which have refused, by order or Otherwise, to authorize sale of securities, or have revoked or suspended the right to sell the securities, or in which an application has been withdrawn:

9. As to this issuer, state:

a) Prevailing market price per unit, date of quotation, and source thereof, for each class of securities of the issuer, its subsidiaries or parent, outstanding:

b) Provide date, price and volume of securities conveyed in last known sale:

c) Give number of security holders of each security of the issuer, its subsidiaries or parent:

10. Describe any interest in any transaction with the issuer or any significant subsidiary effected within the past Three years or proposed to be effected by every partner, managing member, director, and officer of the issuer or person occupying a similar status or performing function.

11. For every partner, managing member, director, and officer of the issuer that received or will receive remuneration from a parent, subsidiary, or affiliate of the issuer, file a separate schedule showing the payor's name, position held, remuneration paid the past twelve months, or to be paid in the next twelve months.



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12. Describe any interest in any transaction with the issuer or any significant subsidiary effected within the past three years or proposed to be effected by persons owning 10% or more of outstanding securities not listed in No. 9 above.

13. If the issuer was organized within the past three years, give the following information as to each promoter:

Name	Home Address	Class of Securities	Issuer's Securities now Owned	Amount of this Issue he/she intends to Purchase

14. a) Describe any interest in any transaction with the issuer or any significant subsidiary effected within the past three years or proposed to be effected by the persons listed in answer to Question 13.
- b) State the amounts paid within the past three years to each of the persons listed in answer to Question 13.

15. a) If this is a non-issuer distribution in whole or in part, then give the following information as to each person on whose behalf the offering is to be made:

Name	Home Address	Amount of Issuer's Securities Now Owned	Amount Sold during past Twenty-four months	Amount of Issuer's Securities he/she is selling

- b) With respect to each person listed in (a) above, describe any transaction effected (or which is now Proposed to be effected) with the issuer or any significant subsidiary within the past three years.
- c) State the reasons the persons listed above are making this offering of securities.

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16. Submitted herewith as part of this application are the following documents:
- a) Business Histories (FIS 0532) for each officer, director, general partner and managing member.
 - b) Form of subscription agreement.
 - c) Consent to Service of Process.
 - 1) by applicant and also
 - 2) by issuer if applicant is a broker-dealer offering securities for the issuer on an agency basis. If Corporation, also enclosed is a resolution authorizing execution of Consent to Service of Process.
 - d) Copy of any underwriting or selling group agreement pursuant to which the distribution is to be Made, or the proposed form of such agreement if the terms have not yet been determined.
 - e) Copy of each management, stock option plan, or other material contract made or to be made otherwise than in the ordinary course of business if it is to be preformed in whole or in part at or after the filing of the registration statement or was made within the past three years.
 - f) Copies of prospectus prepared in accordance with Prospectus Instructions (Form FIS 0531)
 - g) One copy of the Registration Statement or any other filing or no action letter on file with the SEC.
 - h) Copy of any pamphlet, circular, form letter, advertisement or other sales literature intended as of the effective date to be used in connection with the offering.
 - i) A specimen or copy of the security being registered.
 - j) A copy of issuer's articles of incorporation or their substantial equivalents as currently in effect.
 - k) A copy of issuer's by-laws or their substantial equivalents as currently in effect.
 - l) A copy of any indenture or other instrument covering the security to be registered.
 - m) A signed or conformed copy of an opinion of counsel as to the legality of the security being registered, which shall state whether the security sold or will be legally issued, fully paid and non-assessable, and if a debt security, a binding obligation of the issuer.
 - n) The written consent of any attorney, accountant, engineer, appraiser or other persons whose profession gives authority to a statement made by him/her, if any such person is named as having prepared or certified a report or valuation.
 - o) Impoundment of Proceeds Escrow Agreement.
 - p) Stock Escrow Agreement (Form FIS 0539).

Date _____ Signed _____

(Name of Applicant)

By _____

(Name and Title of Officer, Partner or Proprietor)

State of _____

County of _____

The undersigned, _____ being first duly sworn, deposes and says that he/she has executed the forgoing applications for and on behalf of the applicant named herein, that he/she is the _____ of such applicant and is fully authorized to execute and file such application; that he/she is familiar with such application including the exhibits thereto; and that to the best of his/her knowledge, information and belief the statements made in such application including the exhibits thereto are true and the copies of the documents submitted therewith are true copies of the originals thereof.

Notarized:

Signed _____



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